

E-File: May 21, 2009

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[Proposed] Attorneys for Debtors and
 Debtors in Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

Case No.: BK-S-09-14814-LBR
 (Jointly Administered)

THE RHODES COMPANIES, LLC, aka
 "Rhodes Homes, et al.,¹
 Debtors.

Chapter 11

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

Affects:



All Debtors



Affects the following Debtor(s)

NOTICE OF ENTRY OF ORDER

TO: ALL INTERESTED PARTIES:

YOU ARE HEREBY NOTICED that an **ORDER GRANTING APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION TO EMPLOY PACHULSKI STANG ZIEHL & JONES LLP AS GENERAL BANKRUPTCY COUNSEL NUNC PRO TUNC TO THE PETITION DATE [RE: DOCKET NO. 37]** was entered on May 21, 2009. A copy of the Order is attached hereto.

DATED this 21st day of May, 2009.

LARSON & STEPHENS

/s/ Zachariah Larson, Esq.

Zachariah Larson, Bar No. 7787

Kyle O. Stephens, Bar No. 7928

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Entered on Docket
May 21, 2009

Hon. Linda B. Riegler
United States Bankruptcy Judge

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In re:

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THE RHODES COMPANIES, LLC, aka
"Rhodes Homes," et al.,¹

Chapter 11

Debtors.

Affects:



All Debtors



Affects the following Debtor(s)

Hearing Date: May 15, 2009

Hearing Time: 1:30 p.m.

Courtroom 1

**ORDER GRANTING APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION
TO EMPLOY PACHULSKI STANG ZIEHL & JONES LLP AS GENERAL
BANKRUPTCY COUNSEL *NUNC PRO TUNC* TO THE PETITION DATE
[Re: Docket No. 37]**

Upon the application (the "Application")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") seeking authorization to employ and retain Pachulski Stang Ziehl & Jones LLP ("PSZ&J" or the "Firm") as counsel for the Debtors [Docket Number 37]; and upon (i) the *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of the Bankruptcy Code* [Docket Number 38] (the "Statement"), and (ii) the *Declaration of James I. Stang in Support of Application of Debtors and Debtors in Possession to Employ Pachulski Stang Ziehl & Jones LLP as General Bankruptcy Counsel Nunc Pro Tunc to the Petition Date* [Docket Number 39] (the "Stang Declaration"), which were submitted concurrently with the Application; the Court having considered *The Acting United States Trustee's Omnibus Response to the Debtors' and Debtors In Possessions' Applications to Employ Pachulski Stang Ziehl & Jones LLP as General Bankruptcy Counsel and Larson & Stephens, LLC as Attorneys to Debtors* [Docket Number 120]; the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and reference from the District Court pursuant to 28 U.S.C. § 157; (b) notice of the Application and the hearing on the Application was sufficient under the circumstances and no further notice need be given; (c) the Court being satisfied, based on the representations made in the Application, the Statement and the Stang Declaration that PSZ&J represents or holds no interest adverse to the Debtors or the Debtors' estates with respect to the matters upon which it is to be engaged, and is disinterested as

² Capitalized terms, unless otherwise defined herein, shall have the meanings ascribed to them in the Application.

1 that term is defined under section 101(14) of the Bankruptcy Code; the Court having determined
2 that the legal and factual bases set forth in the Application, the Statement and the Stang
3 Declaration establish just cause for the relief granted herein, and it appearing that the
4 employment of PSZ&J is necessary and in the best interests of the Debtors' estates, their
5 creditors and other parties in interest; it is hereby

6 ORDERED THAT:

7 1. The Application shall be, and hereby is, GRANTED.

8 2. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors are authorized to
9 employ and retain the Firm as general bankruptcy counsel at the expense of the chapter 11
10 estates, effective *nunc pro tunc* to the Petition Date, on the terms set forth in the Application and
11 the Retention Agreement.

12 3. The Firm shall be compensated for such services, and be reimbursed for any
13 related expenses pursuant to the Retention Agreement, and shall file applications and be
14 compensated in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy
15 Rules, the Local Rules, and such other procedures as may be fixed by order of this Court.

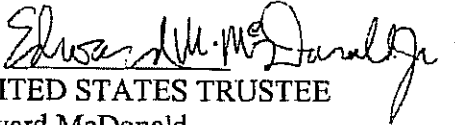
16 4. If a conflict should arise due to the Firm's joint representation of the Debtors, the
17 Firm shall file a supplemental declaration of disinterestedness and the Debtors shall seek to
18 retain special counsel to the extent necessary to address the dispute that gave rise to the conflict.
19 This order is entered without prejudice to the rights of the Acting United States Trustee to take
20 appropriate action pursuant to controlling provisions of the Bankruptcy Code in the event that an
21 actual conflict of interest develops or is discovered, including without limitation the right to seek
22 disqualification of the Firm and disgorgement of fees received by the Firm.

23 5. This Court shall retain jurisdiction to hear and determine all matters arising from
24 or related to the implementation of this Order.

25 APPROVED:
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DATED this 18th day of May 2009.

By: 
UNITED STATES TRUSTEE

Edward McDonald
Office of the United States Trustee
300 Las Vegas Blvd. S., Ste. 4300
Las Vegas, NV 89101

Submitted by:
DATED this 18th day of May 2009.

By: /s/ Zachariah Larson
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